



Presented to Board

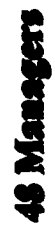
2003 Reorganization Plan

Board of Directors Briefing

December 2002

Privileged and Confidential

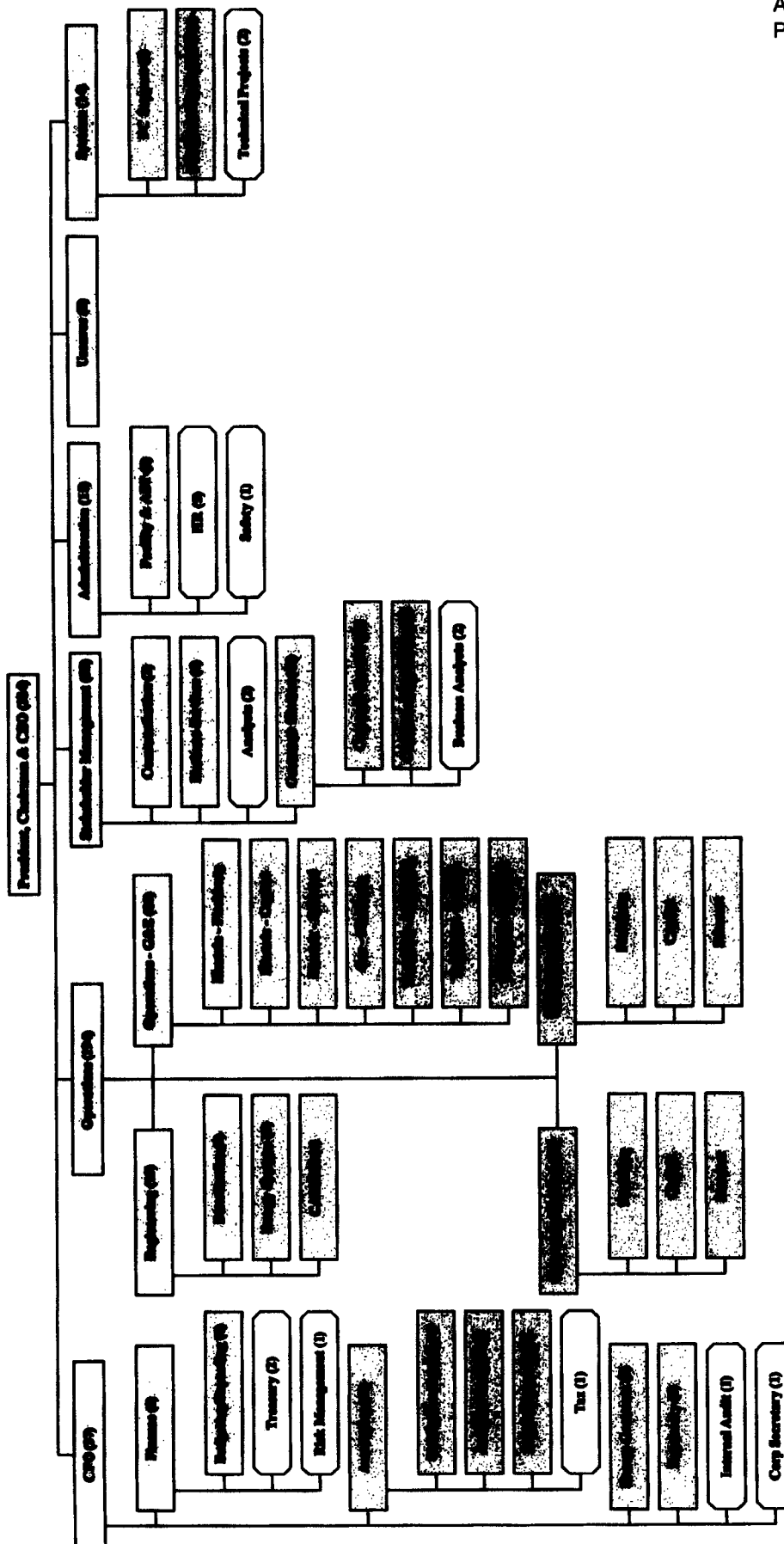
All Manager Positions

Chapters 4 CBO (200)

After Reorganization

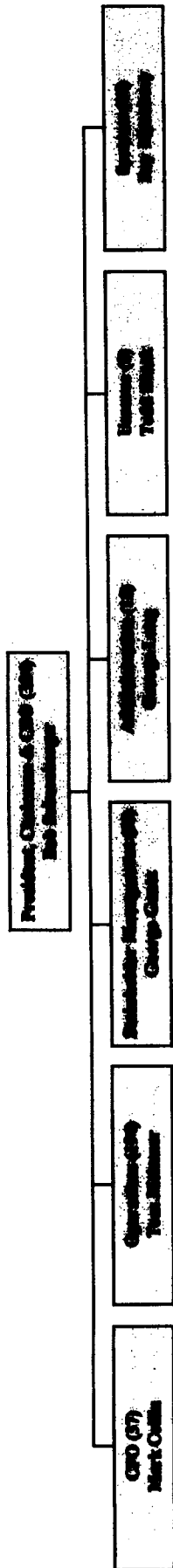
All Manager Positions

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After Reorganization

Privileged & Confidential - Your Eyes Only



2003 Reorganization Plan

- ◆ A total of 18 employees will either retire or be terminated as a result of this reorganization.
- ◆ The new organization will be communicated to employees on January 8, 2003.
- ◆ The implementation plan will include severance packages for all employees who will be losing their jobs. This package will be based on the Unifil Corporation Severance Pay Plan, and will include a floor of 26 weeks of severance pay for management positions and 12 weeks of severance pay for staff positions.
- ◆ Severance will only be paid if employees sign a Separation Agreement promising that they will not sue the Company.
- ◆ Other components of the severance package will include:
 - Continuation of medical, dental and life insurance benefits during the severance period.
 - Payment of any 2002 Incentive Plan award in February 2003.
 - Payment of their 2003 merit increase as a lump sum at the beginning of their severance period.
 - Outplacement assistance through Lee Hecht Harrison, the world's leading specialist in career transition counseling.
 - Other pay or benefit items that management determines is appropriate and prudent during discussions with the employees who are impacted.

Estimated Restructuring Costs:

- Severance (incl. benefits)	\$ 1,112,000
- Accrued Vacation Payout	\$ 140,000
- 2002 Bonus Contingency	TBD
- Outplacement Counseling	\$ 91,000
- Contingency Reserve	\$ 150,000
Total Estimated Restructuring Costs	\$ 1,493,000

Unitil Corporation

CERTIFICATE

adopted: On motion duly made and seconded, the following vote was unanimously

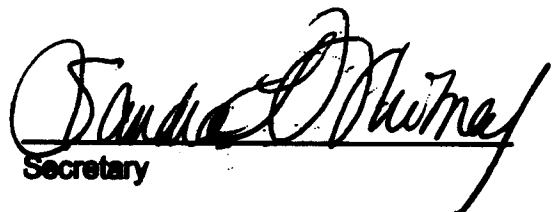
VOTED: That the Reorganization Plan (the Plan), substantially in the form as presented to this meeting, pursuant to which the Company's management structure will be reorganized and realigned, be and it hereby is approved, and the Chairman, the President, any Vice President and the Treasurer of the Company be and they are and each of them singly is, hereby authorized and empowered in the name and on behalf of the Company to implement said Plan with such changes therein as the officer or officers implementing the same determine to be necessary or appropriate, the implementation thereof by any such officer to be conclusive evidence of the approval thereof by this Board; and further,

That the officers of the Company be and they are, and each of them singly is, hereby authorized in the name and on behalf of this Company to incur costs in connection with said Plan, including employee termination and severance expenses, of up to one (1) times the annual savings to be achieved by said Plan, substantially in the form as presented to this meeting; and further

That the officers of this Company be and they are, and each of them singly is, hereby authorized in the name and on behalf of this Company to take all such further actions as may be necessary, advisable or proper to carry out the intent of the foregoing votes.

I, Sandra L. Whitney, hereby certify that I am Secretary of Unitil Corporation; that the foregoing is a true copy from the records of votes unanimously adopted at a meeting of the Directors of said Company duly called and held December 12, 2002, at which meeting a quorum was present and acting throughout; and that the said votes have not since been altered, amended or rescinded.

WITNESS my hand and the corporate seal of Unitil Corporation this 18th day of August, 2004.


Secretary